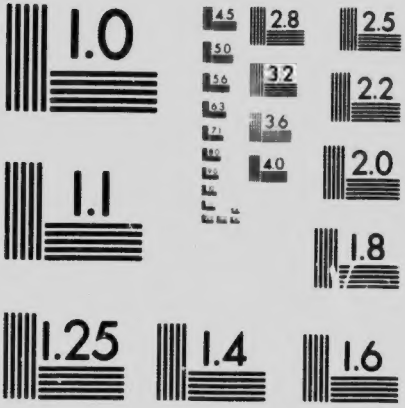

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BY-LAWS

OF THE

Industrial Exhibition Association

OF TORONTO

WHEREAS it is expedient to consolidate and revise the By-laws of the Association heretofore passed, and enact further By-laws for the good government of the Association :—

THEREFORE the President, Vice-Presidents and Directors of the Industrial Exhibition Association of Toronto, pursuant to the authority vested in them by the Act of Incorporation, enact as follows :

1. The Association shall be composed of the persons and representatives named in the fourth section of the Act of Incorporation, as amended by 61 Vic., Cap. 54, Sec. 2, Ontario Statutes, 1898 and subsequent amendments, and such other persons and representatives as the said Board of Directors may from time to time admit to membership, under the provisions of Section 10 of the said Act. No one person shall represent more than one Association, Corporation or Society. Fifteen members of the Association shall constitute a quorum at all general and special meetings of the Association.

2. The business year of the Association shall commence on the first day of January, and end upon the 31st day of December following of each year. The annual meeting of the Association, for the election of Directors, and for the transaction of such other business as may require to be done at such

meeting, shall be held at the City Hall in the City of Toronto, on the last Tuesday in the month of February, in each and every year, at the hour of two o'clock in the afternoon.

3. The Board of Directors shall consist of twenty-five members, twenty of whom shall be elected by the Association at the annual meeting thereof, and the remaining five shall consist of the Mayor of Toronto and four members of the Council of the City of Toronto, elected and appointed by the said City Council.

4. A majority of the said elected Directors shall be residents of the City of Toronto, and seven Directors shall constitute a quorum of the Board of Directors for the transaction of business at any meeting of the said Board.

5. The election of Directors shall be by ballot. Nominations for Directors shall be made in writing with the consent of the nominee in writing, signed by the nominator and nominee, respectively, and received by the Secretary of the Association during the week preceding the date of the annual meeting, and not later than 12 o'clock noon of Saturday prior to the date of election.

6. For each annual meeting the Secretary shall prepare a ballot printed on white paper containing the names in alphabetical order of those members of the Association eligible to be elected Directors, for whom he has written nominations as above required, setting forth after the name of each nominee his resident address. The names of all persons duly nominated shall be printed in uniform style of type upon the ballot paper.

7. The marking of ballots shall consist in the voter marking an "X" opposite the name of each person he votes for. Any ballot having a greater number of names thus marked than the required number of Directors to be elected, or a less number than fifteen marked upon the ballot at the annual election, will be a spoiled ballot and will not be counted.

8. The maximum number of Directors to be elected shall be plainly printed at the top of each ballot paper, as well as the minimum number for which the voter is required to vote.

9. Meetings of the Board of Directors may be called by the President, or in his absence by the first Vice-President, or in the

absence of both of them by the second Vice-President, on twenty-four hours' notice ; or in the event of refusal of the President or Vice-Presidents, as the case may be, by any eleven members of the Board, on forty-eight hours' notice, and when so called shall be deemed regular meetings for the transaction of any business, and the Secretary shall issue to members written or printed notice not less than twenty-four or forty-eight hours, as the case may be, of the time and place of holding such meetings, specifying in said notice the nature of the business to be transacted, so far as he may be apprised of the same.

10. The elective officers of the Association shall be a President and two Vice-Presidents.

11. The executive officers of the Association shall be a General Manager (who may also act as Secretary), a Secretary, a Treasurer and two Auditors, together with such other officers as the Board of Directors may find it necessary and expedient to appoint from time to time and as occasion may require.

12. Before the appointment of any of the officers provided for in the next preceding section, the Board of Directors shall fix and determine the salary or other remuneration to be paid to each such officer, and no salary having been so fixed and determined shall be afterwards increased or diminished except at a regular meeting of the Board of Directors duly and properly called for that purpose.

13. All appointed officers of the Association shall hold office during the pleasure of the Association, unless otherwise specially agreed upon.

14. The President and two Vice-Presidents shall be elected annually at the first meeting of the new Board of Directors each year, by ballot without nomination, and the persons elected must receive a majority vote of all the Directors present at the meeting.

15. The Board of Directors shall have authority to appoint an Honorary President, and such number of Honorary and Associate Directors as they may deem advisable.

16. There shall be appointed by the Board of Directors, within one week after the annual meeting of the Association, the following standing Committees for the ensuing year :—

1. Executive Committee.
2. Committee on Horses.
3. " "Cattle.
4. " " Sheep and Pigs.
5. " " Dairy Products.
6. " " Poultry and Pet Stock.
7. " " Agricultural Industries.
8. " " Manufactures and Liberal Arts.
9. " " Fine Art and Natural History.
10. " " Grounds and Buildings.
11. " " Special Attractions.
12. " " Dogs.
13. " " Hospital and Sanitary.

and such other Committees as the Board of Directors may from time to time deem expedient and necessary. With the exception of the Executive Committee, each of these standing Committees shall, unless otherwise directed by the Board, consist of a Chairman and two other members from the Board of Directors, who shall have power to add to their number either from amongst the members or Directors of the Association, and they shall also have power to appoint a Vice-Chairman or Vice-Chairmen if deemed necessary.

(*a*) The Executive Committee shall consist of five members, three of whom shall be the President and the two Vice-Presidents, and two from the Board of Directors who shall be elected by ballot at the inaugural meeting of the Board. They shall not be nominated by the Striking Committee.

(*b*) The duties of the Executive shall be to prepare recommendations for Board Meetings, supervise finance, letting of contracts, advertising, transportation, reception, General Office management, to carry out and keep an accurate report of all matters referred to it by the Board. The President of the Association shall be the Chairman of this Committee, and they shall also appoint a Vice-Chairman. This Committee shall also compose the Committee on Nominations, which shall each year within one week after the annual meeting of the Association prepare a draft

of the members of the various Committees for the ensuing year (except the Executive Committee, which shall be elected as provided in clause *a*), which report shall be presented at the inaugural meeting of the newly elected Board of Directors.

(*c*) The Agricultural Industries Committee shall include agricultural products, vegetables, horticulture, fruit, honey and apiary supplies.

(*d*) The Manufactures and Liberal Arts Committee shall include agricultural implements, machinery, miscellaneous manufactures stoves, carriages, and transportation, and ladies' work.

(e) The Sub-Committee on Ladies' Work and Domestic Art shall consist of five persons, who, if not members of the Association, shall rank as Associate Members. They shall be a subcommittee of the Manufactures and Liberal Arts Committee and be appointed by them.

(*f*) The Chairman of the Committees shall be appointed by the Board of Directors, and shall, unless otherwise deemed expedient by the Board, be one of the members of the said Board.

(*g*) The President and two Vice Presidents shall be ex-officio members of all Committees.

17. The Superintendents of the various departments on the grounds shall each have certified pay sheets of the employees in their respective departments. These pay sheets shall be handed to the Manager for inspection and approval, and must then be signed by the Chairman of the Executive Committee (or a member of the Executive Committee properly authorized to do so by him) before being paid by the Treasurer.

18. The seal of the Association shall be under the charge of the Secretary, who shall, in conjunction with the President or Vice-Presidents, as the case may be, have power, under the general directions of the Board of Directors, to affix the same to such instruments or documents as may require it.

DUTIES OF OFFICERS.

19. (*a*) The President shall preside at all meetings of the Association and of said Board of Directors, when present, and shall

perform the duties usually appertaining to such office, and in his absence such duties shall be performed by one of the Vice-Presidents, or in their absence by a member of the Board of Directors, to be chosen at the meeting.

(*b*) The General Manager shall, under the direction of the Board of Directors, make all arrangements for the holding of all exhibitions. He shall see that the grounds and buildings are prepared and ready for use at the proper time, provide a sufficient quantity of fodder for the live stock, fuel for Machinery Hall and other engines, and have all the necessary properties and equipment ready for the exhibition. He shall, under the direction of the Board of Directors and various Committees, attend to the arrangement of each department, and decide all matters such as the President and Vice-President, acting in his absence, may not consider of sufficient importance to warrant him in calling a full meeting of the Board of Directors to determine, and in such case report at the next meeting of the Board. He shall prepare and recommend to the Board of Directors a programme for the carrying out of all exhibitions, which the Board may from time to time determine to hold, and report as to the staff of assistants, clerks, servants and workmen necessary for each such exhibition, and generally perform all such duties as usually devolve on such an officer, under the direction or subject to the approval of the Board of Directors, and further do and perform all such acts, matters and things as may be required of him by any By-law or resolution or order of the said Board of Directors, in connection with his said office of General Manager.

(*c*) The Secretary shall attend and be present at all meetings of the Association and Directors, and keep a faithful record of the transactions and proceedings of the Association and of the Board of Directors at all such meetings, in a book or books, which shall be open to the inspection of the members of the Association at all reasonable times, at each annual meeting of the Association, and whenever he shall be so required by the Board of Directors; he shall, as such Secretary, make written report of the proceedings and condition of the Association, he shall issue all notices and

perform all such other duties as devolve upon such officer by the Act of Incorporation of the said Association or the By-Laws thereof, and by the lawful orders of the Board of Directors of the Association.

(*d*) The Treasurer shall receive and safely keep all moneys and valuable papers of the Association. He shall cause to be entered in books kept for that purpose a correct statement of all moneys received and disbursed on account of the Association, which books shall be open at all reasonable times to the inspection of the members thereof, at the annual meeting of the Association and at such other times as he may be required to do so by the Board of Directors. The Treasurer shall present a complete statement of the receipts and disbursements of the Association at the last meeting for the year of the Board of Directors, in which shall be shown the expenses of management, under separate and distinct heads, and shall perform such other duties as may be required of him in connection with the finances of the Association by the Act of Incorporation and by the By-Laws thereof, and the lawful orders and resolutions of the Board of Directors.

All funds of the Association shall be deposited to the credit of the Association in one of the chartered banks of the Dominion of Canada, to be selected by the Board of Directors, and all payments thereout shall be made by cheque drawn on such bank by the Treasurer of the Association, and countersigned by the President thereof, or other person duly authorized by the Board of Directors, and acting for him in his absence. The Treasurer shall, before entering upon the duties of his office, furnish a bond to the said Association in the sum of ten thousand dollars, conditioned for the faithful discharge of his duties as Treasurer and financial officer of the Association. The said bond to be given by some Guarantee Company to be approved of by the said Board of Directors.

(*e*) The Auditors shall annually examine and report upon all accounts affecting the Association, or relating to any matters under its control, or within its jurisdiction, for the year ending on the thirty-first day of December next preceding each annual meeting. They shall also prepare an abstract of the receipts and

expenditure, assets and liabilities of the Association, and also shall verify the detailed statement to be annually presented by the Treasurer in such form as the Directors may require, and report in duplicate upon all the accounts audited by them, and make a special report of any expenditure made contrary to the Act of Incorporation of the Association, or by the By-Laws thereof, and generally do and perform all acts devolving upon Auditors, or which may be required by the said Directors.

(*g*) The Committees named in Section 15 of this By-law shall, under the direction of the General Manager and Board of Directors, make all arrangements for and have the control of all exhibits in their respective departments at all exhibitions of the Association, but the Board of Directors shall decide upon the amount of prizes to be offered, and all other expenditures in connection with the Association upon reports from the respective Committees.

20. These By-Laws may be altered or amended at any regular or special meeting of the Board of Directors, called for that purpose, by a majority vote of the whole number of Directors, notice in writing having been given to each of the contemplated change.

21. The former By-Laws of the Association, passed by the Board of Directors on the 20th of March, 1900, shall be and are hereby repealed.

TORONTO, January 13th, 1903.

W. K. MCNAUGHT,
President.

TRADES UNION LABEL COUNCIL TORONTO